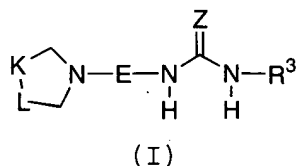


## AMENDMENTS TO THE CLAIMS

1. (CURRENTLY AMENDED) A compound of formula (I):



or stereoisomers or pharmaceutically acceptable salts thereof, wherein:

K is selected from  $\text{CH}_2$ ,  $\text{CHR}^5$  and  $\text{CHR}^6$ ;

L is selected from  $\text{CH}_2$ ,  $\text{CHR}^5$ ,  $\text{CHR}^6$ ,  $\text{CR}^6\text{R}^6$  and  $\text{CR}^5\text{R}^6$ ;

J is selected from  $\text{CH}_2$ ,  $\text{CHR}^5$ ,  $\text{CHR}^{13}$ , and  $\text{CR}^5\text{R}^{13}$ ;

with the proviso:

at least one of K or L contains an  $\text{R}^5$ ;

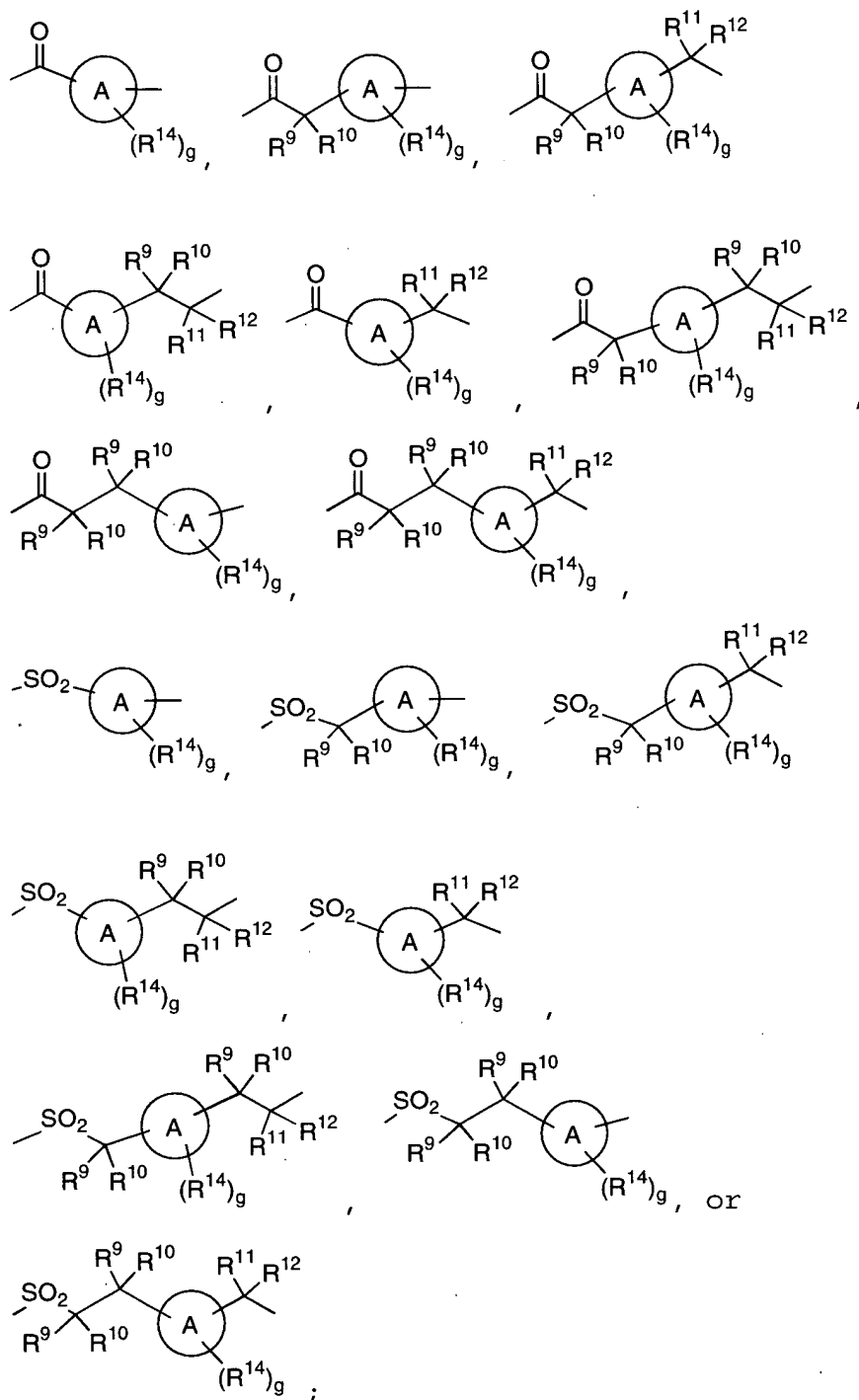
Z is selected from O, S,  $\text{NR}^{1a}$ ,  $\text{C}(\text{CN})_2$ ,  $\text{CH}(\text{NO}_2)$ , and  $\text{CHCN}$ ;

$\text{R}^{1a}$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl,  $\text{CONR}^{1b}\text{R}^{1b}$ ,  $\text{OR}^{1b}$ , CN,  $\text{NO}_2$ , and  $(\text{CH}_2)_w\text{phenyl}$ ;

$\text{R}^{1b}$  is independently selected from H,  $\text{C}_{1-3}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl, and phenyl;

E is  $-(\text{C}=\text{O})-(\text{CR}^9\text{R}^{10})_v-(\text{CR}^{11}\text{R}^{12})-$ ,  $-(\text{SO}_2)-(\text{CR}^9\text{R}^{10})_v-(\text{CR}^{11}\text{R}^{12})-$ ,

## AMENDMENTS TO THE CLAIMS



Ring A is a C<sub>3-8</sub> carbocyclic residue;

## AMENDMENTS TO THE CLAIMS

R<sup>2</sup> is selected from H, C<sub>1-8</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, and a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>a</sup>;

R<sup>a</sup>, at each occurrence, is selected from C<sub>1-4</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>b</sup>R<sup>b</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OR<sup>c</sup>, (CH<sub>2</sub>)<sub>r</sub>SH, (CH<sub>2</sub>)<sub>r</sub>SR<sup>c</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>b</sup>R<sup>b</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>b</sup>C(O)R<sup>b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>b</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>c</sup>, (CH<sub>2</sub>)<sub>r</sub>CH(=NR<sup>b</sup>)NR<sup>b</sup>R<sup>b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>b</sup>)NR<sup>b</sup>R<sup>b</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>c</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>b</sup>R<sup>b</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>b</sup>S(O)<sub>2</sub>R<sup>c</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>b</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>3</sup> is selected from (CH<sub>2</sub>)<sub>r</sub>N(CH<sub>3</sub>)<sub>2</sub>, a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-C<sub>3-8</sub> carbocyclic residue substituted with 0-5 R<sup>15</sup>; a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-C<sub>9-10</sub> carbocyclic residue substituted with 0-4 R<sup>15</sup>; and a (CR<sup>3'</sup>R<sup>3''</sup>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>15</sup>;

## AMENDMENTS TO THE CLAIMS

$R^{3'}$  and  $R^{3''}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and phenyl;

$R^5$  is selected from a  $(CR^{5'}R^{5''})_t-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{16}$  and a  $(CR^{5'}R^{5''})_t-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{16}$ ;

$R^{5'}$  and  $R^{5''}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, and phenyl;

$R^6$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl,  $(CF_2)_rCF_3$ , CN,  $(CH_2)_rNR^{6a}R^{6a'}$ ,  $(CH_2)_rOH$ ,  $(CH_2)_rOR^{6b}$ ,  $(CH_2)_rSH$ ,  $(CH_2)_rSR^{6b}$ ,  $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{6b}$ ,  $(CH_2)_rC(O)NR^{6a}R^{6a'}$ ,  $(CH_2)_rNR^{6d}C(O)R^{6a}$ ,  $(CH_2)_rC(O)OR^{6b}$ ,  $(CH_2)_rOC(O)R^{6b}$ ,  $(CH_2)_rS(O)_pR^{6b}$ ,  $(CH_2)_rS(O)_2NR^{6a}R^{6a'}$ ,  $(CH_2)_rNR^{6d}S(O)_2R^{6b}$ , and  $(CH_2)_t$ phenyl substituted with 0-3  $R^{6c}$ ;

$R^{6a}$  and  $R^{6a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl substituted with 0-3  $R^{6c}$ ;

$R^{6b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl substituted with 0-3  $R^{6c}$ ;

## AMENDMENTS TO THE CLAIMS

$R^{6c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,  $(CH_2)_rOC_{1-5}$  alkyl,  $(CH_2)_rOH$ ,  $(CH_2)_rSC_{1-5}$  alkyl, and  $(CH_2)_rNR^{6d}R^{6d}$ ;

$R^{6d}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

with the proviso that when any of J, K, or L is  $CR^6R^6$  and  $R^6$  is halogen, cyano, nitro, or bonded to the carbon to which it is attached through a heteroatom, the other  $R^6$  is not halogen, cyano, or bonded to the carbon to which it is attached through a heteroatom;

$R^9$ , is selected from H,  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, F, Cl, Br, I,  $NO_2$ , CN,  $(CHR')_rOH$ ,  $(CH_2)_rOR^{9d}$ ,  $(CH_2)_rSR^{9d}$ ,  $(CH_2)_rNR^{9a}R^{9a'}$ ,  $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{9b}$ ,  $(CH_2)_rC(O)NR^{9a}R^{9a'}$ ,  $(CH_2)_rNR^{9a}C(O)R^{9a}$ ,  $(CH_2)_rNR^{9a}C(O)H$ ,  $(CH_2)_rC(O)OR^{9b}$ ,  $(CH_2)_rOC(O)R^{9b}$ ,  $(CH_2)_rOC(O)NR^{9a}R^{9a'}$ ,  $(CH_2)_rNR^{9a}C(O)OR^{9b}$ ,  $(CH_2)_rS(O)_pR^{9b}$ ,  $(CH_2)_rS(O)_2NR^{9a}R^{9a'}$ ,  $(CH_2)_rNR^{9a}S(O)_2R^{9b}$ ,  $C_{1-6}$  haloalkyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{9c}$ , and a  $(CH_2)_{r-5-10}$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{9c}$ ;

## AMENDMENTS TO THE CLAIMS

$R^{9a}$  and  $R^{9a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r-C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{9e}$ , and a  $(CH_2)_r-5-10$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{9e}$ ;

alternatively,  $R^{9a}$  and  $R^{9a'}$ , along with the N to which they are attached, join to form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR<sup>9g</sup>, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

$R^{9b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r-C_{3-6}$  carbocyclic residue substituted with 0-2  $R^{9e}$ , and a  $(CH_2)_r-5-6$  membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3  $R^{9e}$ ;

$R^{9c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_rCF_3$ ,  $NO_2$ , CN,  $(CH_2)_rNR^{9f}R^{9f}$ ,  $(CH_2)_rOH$ ,  $(CH_2)_rOR^{9b}$ ,  $(CH_2)_rSR^{9b}$ ,  $(CH_2)_rC(O)OH$ ,  $(CH_2)_rC(O)R^{9b}$ ,  $(CH_2)_rC(O)NR^{9f}R^{9f}$ ,  $(CH_2)_rNR^{9f}C(O)R^{9a}$ ,  $(CH_2)_rC(O)OR^{9b}$ ,  $(CH_2)_rOC(O)R^{9b}$ ,  $(CH_2)_rC(=NR^{9f})NR^{9f}R^{9f}$ ,  $(CH_2)_rS(O)_pR^{9b}$ ,  $(CH_2)_rNHC(=NR^{9f})NR^{9f}R^{9f}$ ,  $(CH_2)_rS(O)_2NR^{9f}R^{9f}$ ,

## AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{NR}^{9f}\text{S}(\text{O})_2\text{R}^{9b}$ , and  $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{9e}$ ;

$\text{R}^{9d}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  alkenyl,  $\text{C}_{3-6}$  alkynyl, a  $\text{C}_{3-10}$  carbocyclic residue substituted with 0-3  $\text{R}^{9c}$ , and a 5-6 membered heterocyclic system containing 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-3  $\text{R}^{9c}$ ;

$\text{R}^{9e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH, SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{9f}\text{R}^{9f}$ , and  $(\text{CH}_2)_r\text{phenyl}$ , wherein the phenyl on the  $(\text{CH}_2)_r\text{phenyl}$  is substituted with 0-5 substituents selected from F, Cl, Br, I,  $\text{NO}_2$ ,  $\text{C}_{1-6}$ alkyl, OH, and  $\text{NR}^{9f}\text{R}^{9f}$ ;

$\text{R}^{9f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl, and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^{9g}$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl,  $(\text{CH}_2)_r\text{phenyl}$ ,  $\text{C}(\text{O})\text{R}^{9f}$ ,  $\text{C}(\text{O})\text{OR}^{9h}$ , and  $\text{SO}_2\text{R}^{9h}$ ;

$\text{R}^{9h}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl, and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^{10}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl, F, Cl, Br, I,  $\text{NO}_2$ , CN,  $(\text{CHR}')_r\text{OH}$ ,

## AMENDMENTS TO THE CLAIMS

$(\text{CH}_2)_r\text{OR}^{10d}$ ,  $(\text{CH}_2)_r\text{SR}^{10d}$ ,  $(\text{CH}_2)_r\text{NR}^{10a}\text{R}^{10a'}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{10a}\text{R}^{10a'}$ ,  
 $(\text{CH}_2)_r\text{NR}^{10a}\text{C}(\text{O})\text{R}^{10a}$ ,  $(\text{CH}_2)_r\text{NR}^{10a}\text{C}(\text{O})\text{H}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{OR}^{10b}$ ,  $(\text{CH}_2)_r\text{OC}(\text{O})\text{R}^{10b}$ ,  
 $(\text{CH}_2)_r\text{OC}(\text{O})\text{NR}^{10a}\text{R}^{10a'}$ ,  $(\text{CH}_2)_r\text{NR}^{10a}\text{C}(\text{O})\text{OR}^{10b}$ ,  
 $(\text{CH}_2)_r\text{S}(\text{O})_p\text{R}^{10b}$ ,  $(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{10a}\text{R}^{10a'}$ ,  
 $(\text{CH}_2)_r\text{NR}^{10a}\text{S}(\text{O})_2\text{R}^{10b}$ ,  $\text{C}_{1-6}$  haloalkyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$   
carbocyclic residue substituted with 0-5  $\text{R}^{10c}$ , and  
a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $\text{R}^{10c}$ ;

$\text{R}^{10a}$  and  $\text{R}^{10a'}$ , at each occurrence, are selected from H,  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-10}$   
carbocyclic residue substituted with 0-5  $\text{R}^{10e}$ ,  
and a  $(\text{CH}_2)_r\text{-5-10}$  membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $\text{R}^{10e}$ ;

alternatively,  $\text{R}^{10a}$  and  $\text{R}^{10a'}$ , along with the N to which  
they are attached, jointo form a 5-6 membered  
heterocyclic system containing 1-2 heteroatoms  
selected from  $\text{NR}^{10g}$ , O, and S and optionally fused  
with a benzene ring or a 6-membered aromatic  
heterocycle;

$\text{R}^{10b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r\text{-C}_{3-6}$   
carbocyclic residue substituted with 0-2  $\text{R}^{10e}$ , and  
a  $(\text{CH}_2)_r\text{-5-6}$  membered heterocyclic system



## AMENDMENTS TO THE CLAIMS

containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>10e</sup>;

R<sup>10c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>10f</sup>R<sup>10f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OR<sup>10b</sup>, (CH<sub>2</sub>)<sub>r</sub>SR<sup>10b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>10b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>10f</sup>R<sup>10f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>10f</sup>C(O)R<sup>10a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>10b</sup>, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>10b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>10f</sup>)NR<sup>10f</sup>R<sup>10f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>10b</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>10f</sup>)NR<sup>10f</sup>R<sup>10f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>2</sub>NR<sup>10f</sup>R<sup>10f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>10f</sup>S(O)<sub>2</sub>R<sup>10b</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with 0-3 R<sup>10e</sup>;

R<sup>10d</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, and a C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>10c</sup>;

R<sup>10e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>10f</sup>R<sup>10f</sup>, and (CH<sub>2</sub>)<sub>r</sub>phenyl;

R<sup>10f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

R<sup>10g</sup> is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, (CH<sub>2</sub>)<sub>r</sub>phenyl, C(O)R<sup>10f</sup>, SO<sub>2</sub>R<sup>10h</sup>, and C(O)O R<sup>10h</sup>;

## AMENDMENTS TO THE CLAIMS

R<sup>10h</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl;

alternatively, R<sup>9</sup> and R<sup>10</sup> join to form =O, a C<sub>3-10</sub> cycloalkyl, a 5-6-membered lactone or lactam, or a 4-6-membered saturated heterocycle containing 1-2 heteroatoms selected from O, S, and NR<sup>10g</sup> and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

with the proviso that when either of R<sup>9</sup> or R<sup>10</sup> is bonded to the carbon to which it is attached through a heteroatom, then the other of R<sup>9</sup> or R<sup>10</sup> is not halogen, cyano, or bonded to the carbon to which it is attached through a heteroatom;

R<sup>11</sup>, is selected from H, C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CR'R<sup>17</sup>)<sub>q</sub>OH, (CH<sub>2</sub>)<sub>q</sub>SH, (CR'R<sup>17</sup>)<sub>q</sub>OR<sup>11d</sup>, (CH<sub>2</sub>)<sub>q</sub>SR<sup>11d</sup>, (CR'R<sup>17</sup>)<sub>q</sub>NR<sup>11a</sup>R<sup>11a'</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>11b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>11a</sup>R<sup>11a'</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>11a</sup>C(O)R<sup>11a</sup>, (CH<sub>2</sub>)<sub>q</sub>OC(O)NR<sup>11a</sup>R<sup>11a'</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>11a</sup>C(O)OR<sup>11b</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>11a</sup>C(O)NHR<sup>11a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OR<sup>11b</sup>, (CH<sub>2</sub>)<sub>q</sub>OC(O)R<sup>11b</sup>, (CH<sub>2</sub>)<sub>q</sub>S(O)<sub>p</sub>R<sup>11b</sup>, (CH<sub>2</sub>)<sub>q</sub>S(O)<sub>2</sub>NR<sup>11a</sup>R<sup>11a'</sup>, (CH<sub>2</sub>)<sub>q</sub>NR<sup>11a</sup>S(O)<sub>2</sub>R<sup>11b</sup>, C<sub>1-6</sub> haloalkyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>11c</sup>, and a (R'R<sup>17</sup>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11c</sup>;

## AMENDMENTS TO THE CLAIMS

R<sup>11a</sup> and R<sup>11a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

alternatively, R<sup>11a</sup> and R<sup>11a'</sup> along with the N to which they are attached, join to ~~jointe~~ form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR<sup>11g</sup>, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R<sup>11b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-2 R<sup>11e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>11e</sup>;

R<sup>11c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, Cl, Br, I, F, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, NO<sub>2</sub>, CN, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>R<sup>11f</sup>, (CH<sub>2</sub>)<sub>r</sub>OH, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>C(O)OH, (CH<sub>2</sub>)<sub>r</sub>C(O)R<sup>11b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)NR<sup>11f</sup>R<sup>11f</sup>, (CH<sub>2</sub>)<sub>r</sub>NR<sup>11f</sup>C(O)R<sup>11a</sup>, (CH<sub>2</sub>)<sub>r</sub>C(O)OC<sub>1-4</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OC(O)R<sup>11b</sup>, (CH<sub>2</sub>)<sub>r</sub>C(=NR<sup>11f</sup>)NR<sup>11f</sup>R<sup>11f</sup>, (CH<sub>2</sub>)<sub>r</sub>NHC(=NR<sup>11f</sup>)NR<sup>11f</sup>R<sup>11f</sup>, (CH<sub>2</sub>)<sub>r</sub>S(O)<sub>p</sub>R<sup>11b</sup>,

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$(\text{CH}_2)_r\text{S}(\text{O})_2\text{NR}^{11f}\text{R}^{11f}$ ;  $(\text{CH}_2)_r\text{NR}^{11f}\text{S}(\text{O})_2\text{R}^{11b}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$  substituted with 0-3  $\text{R}^{11e}$ ;

$\text{R}^{11d}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{3-6}$  alkenyl,  $\text{C}_{3-6}$  alkynyl, and a  $\text{C}_{3-10}$  carbocyclic  
residue substituted with 0-3  $\text{R}^{11c}$ ;

$\text{R}^{11e}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $\text{C}_{3-6}$  cycloalkyl, Cl, F,  
Br, I, CN,  $\text{NO}_2$ ,  $(\text{CF}_2)_r\text{CF}_3$ ,  $(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl, OH,  
SH,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{NR}^{11f}\text{R}^{11f}$ , and  
 $(\text{CH}_2)_r\text{phenyl}$ , wherein the phenyl on the  
 $(\text{CH}_2)_r\text{phenyl}$  is substituted with 0-5 substituents  
selected from F, Cl, Br, I,  $\text{NO}_2$ ,  $\text{C}_{1-6}$ alkyl, OH,  
and  $\text{NR}^{9f}\text{R}^{9f}$ ;

$\text{R}^{11f}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$   
alkyl, and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^{11g}$  is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-6}$  cycloalkyl,  
 $(\text{CH}_2)_r\text{phenyl}$ ,  $\text{C}(\text{O})\text{R}^{11f}$ ,  $\text{C}(\text{O})\text{OR}^{11h}$ , and  $\text{SO}_2\text{R}^{11h}$ ;

$\text{R}^{11h}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^{12}$ , is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$   
alkynyl,  $(\text{CHR}')_q\text{OH}$ ,  $(\text{CH}_2)_q\text{SH}$ ,  $(\text{CHR}')_q\text{OR}^{12d}$ ,  
 $(\text{CH}_2)_q\text{SR}^{12d}$ ,  $(\text{CHR}')_q\text{NR}^{12a}\text{R}^{12a'}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{OH}$ ,  
 $(\text{CH}_2)_r\text{C}(\text{O})\text{R}^{12b}$ ,  $(\text{CH}_2)_r\text{C}(\text{O})\text{NR}^{12a}\text{R}^{12a'}$ ,

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$(\text{CH}_2)_q \text{NR}^{12a} \text{C}(\text{O}) \text{R}^{12a}$ ,  $(\text{CH}_2)_r \text{OC}(\text{O}) \text{NR}^{12a} \text{R}^{12a'}$ ,  
 $(\text{CH}_2)_r \text{NR}^{12a} \text{C}(\text{O}) \text{OR}^{12b}$ ,  $(\text{CH}_2)_q \text{NR}^{12a} \text{C}(\text{O}) \text{NHR}^{12a}$ ,  
 $(\text{CH}_2)_r \text{C}(\text{O}) \text{OR}^{12b}$ ,  $(\text{CH}_2)_q \text{OC}(\text{O}) \text{R}^{12b}$ ,  $(\text{CH}_2)_q \text{S}(\text{O})_p \text{R}^{12b}$ ,  
 $(\text{CH}_2)_q \text{S}(\text{O})_2 \text{NR}^{12a} \text{R}^{12a'}$ ,  $(\text{CH}_2)_q \text{NR}^{12a} \text{S}(\text{O})_2 \text{R}^{12b}$ ,  $\text{C}_{1-6}$   
haloalkyl, a  $(\text{CH}_2)_r$ - $\text{C}_{3-10}$  carbocyclic residue  
substituted with 0-5  $\text{R}^{12c}$ , and a  $(\text{R}'\text{R}^{17})_r$ -5-10  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $\text{R}^{12c}$ ;

$\text{R}^{12a}$  and  $\text{R}^{12a'}$ , at each occurrence, are selected from H,  
 $\text{C}_{1-6}$  alkyl,  $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r$ - $\text{C}_{3-10}$   
carbocyclic residue substituted with 0-5  $\text{R}^{12e}$ ,  
and a  $(\text{CH}_2)_r$ -5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $\text{R}^{12e}$ ;

alternatively,  $\text{R}^{12a}$  and  $\text{R}^{12a'}$ , along with the N to which  
they are attached, jointly form a 5-6 membered  
heterocyclic system containing 1-2 heteroatoms  
selected from  $\text{NR}^{12g}$ , O, and S and optionally fused  
with a benzene ring or a 6-membered aromatic  
heterocycle;

$\text{R}^{12b}$ , at each occurrence, is selected from  $\text{C}_{1-6}$  alkyl,  
 $\text{C}_{3-8}$  alkenyl,  $\text{C}_{3-8}$  alkynyl, a  $(\text{CH}_2)_r$ - $\text{C}_{3-6}$   
carbocyclic residue substituted with 0-2  $\text{R}^{12e}$ , and  
a  $(\text{CH}_2)_r$ -5-6 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-3  $\text{R}^{12e}$ ;

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$R^{12c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $(CF_2)_r CF_3$ ,  $NO_2$ , CN,  $(CH_2)_r NR^{12f} R^{12f}$ ,  $(CH_2)_r OH$ ,  $(CH_2)_r OC_{1-4}$  alkyl,  $(CH_2)_r SC_{1-4}$  alkyl,  $(CH_2)_r C(O)OH$ ,  $(CH_2)_r C(O)R^{12b}$ ,  $(CH_2)_r C(O)NR^{12f} R^{12f}$ ,  $(CH_2)_r NR^{12f} C(O)R^{12a}$ ,  $(CH_2)_r C(O)OC_{1-4}$  alkyl,  $(CH_2)_r OC(O)R^{12b}$ ,  $(CH_2)_r C(=NR^{12f})NR^{12f} R^{12f}$ ,  $(CH_2)_r NHC(=NR^{12f})NR^{12f} R^{12f}$ ,  $(CH_2)_r S(O)_p R^{12b}$ ,  $(CH_2)_r S(O)_2 NR^{12f} R^{12f}$ ,  $(CH_2)_r NR^{12f} S(O)_2 R^{12b}$ , and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{12e}$ ;

$R^{12d}$ , at each occurrence, is selected from methyl,  $CF_3$ ,  $C_{2-6}$  alkyl substituted with 0-3  $R^{12e}$ ,  $C_{3-6}$  alkenyl,  $C_{3-6}$  alkynyl, and a  $C_{3-10}$  carbocyclic residue substituted with 0-3  $R^{12c}$ ;

$R^{12e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl, OH, SH,  $(CH_2)_r SC_{1-5}$  alkyl,  $(CH_2)_r NR^{12f} R^{12f}$ , and  $(CH_2)_r$ phenyl;

$R^{12f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

$R^{12g}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl,  $(CH_2)_r$ phenyl,  $C(O)R^{12f}$ ,  $C(O)OR^{12h}$ , and  $SO_2 R^{12h}$ ;

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$R^{12h}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

alternatively,  $R^{11}$  and  $R^{12}$  join to form a  $C_{3-10}$  cycloalkyl, a 5-6-membered lactone or lactam, or a 4-6-membered saturated heterocycle containing 1-2 heteroatoms selected from O, S, and  $NR^{11g}$  and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

$R^{13}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $C_{3-6}$  cycloalkyl,  $(CF_2)_wCF_3$ ,  $(CH_2)_qNR^{13a}R^{13a'}$ ,  $(CHR')_qOH$ ,  $(CH_2)_qOR^{13b}$ ,  $(CH_2)_qSH$ ,  $(CH_2)_qSR^{13b}$ ,  $(CH_2)_wC(O)OH$ ,  $(CH_2)_wC(O)R^{13b}$ ,  $(CH_2)_wC(O)NR^{13a}R^{13a'}$ ,  $(CH_2)_qNR^{13d}C(O)R^{13a}$ ,  $(CH_2)_wC(O)OR^{13b}$ ,  $(CH_2)_qOC(O)R^{13b}$ ,  $(CH_2)_wS(O)_pR^{13b}$ ,  $(CH_2)_wS(O)_2NR^{13a}R^{13a'}$ ,  $(CH_2)_qNR^{13d}S(O)_2R^{13b}$ , and  $(CH_2)_w$ -phenyl substituted with 0-3  $R^{13c}$ ;

$R^{13a}$  and  $R^{13a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl substituted with 0-3  $R^{13c}$ ;

$R^{13b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl substituted with 0-3  $R^{13c}$ ;

$R^{13c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ ,

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$(\text{CH}_2)_r\text{OC}_{1-5}$  alkyl,  $(\text{CH}_2)_r\text{OH}$ ,  $(\text{CH}_2)_r\text{SC}_{1-5}$  alkyl, and  $(\text{CH}_2)_r\text{NR}^{13d}\text{R}^{13d}$ ;

$\text{R}^{13d}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl, and  $\text{C}_{3-6}$  cycloalkyl;

$\text{R}^{14}$ , at each occurrence, is selected from H,  $\text{C}_{1-6}$  alkyl,  $\text{C}_{2-8}$  alkenyl,  $\text{C}_{2-8}$  alkynyl,  $(\text{CH}_2)_r\text{C}_{3-6}$  cycloalkyl, Cl, Br, I, F,  $\text{NO}_2$ , CN,  $(\text{CHR}')_r\text{NR}^{14a}\text{R}^{14a'}$ ,  $(\text{CHR}')_r\text{OH}$ ,  $(\text{CHR}')_r\text{O}(\text{CHR}')_r\text{R}^{14d}$ ,  $(\text{CHR}')_r\text{SH}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{H}$ ,  $(\text{CHR}')_r\text{S}(\text{CHR}')_r\text{R}^{14d}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{OH}$ ,  $(\text{CHR}')_r\text{C}(\text{O})(\text{CHR}')_r\text{R}^{14b}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{NR}^{14a}\text{R}^{14a'}$ ,  $(\text{CHR}')_r\text{NR}^{14f}\text{C}(\text{O})(\text{CHR}')_r\text{R}^{14b}$ ,  $(\text{CHR}')_r\text{OC}(\text{O})\text{NR}^{14a}\text{R}^{14a'}$ ,  $(\text{CHR}')_r\text{NR}^{14f}\text{C}(\text{O})\text{O}(\text{CHR}')_r\text{R}^{14b}$ ,  $(\text{CHR}')_r\text{C}(\text{O})\text{O}(\text{CHR}')_r\text{R}^{14d}$ ,  $(\text{CHR}')_r\text{OC}(\text{O})(\text{CHR}')_r\text{R}^{14b}$ ,  $(\text{CHR}')_r\text{C}(=\text{NR}^{14f})\text{NR}^{14a}\text{R}^{14a'}$ ,  $(\text{CHR}')_r\text{NHC}(=\text{NR}^{14f})\text{NR}^{14f}\text{R}^{14f}$ ,  $(\text{CHR}')_r\text{S}(\text{O})_p(\text{CHR}')_r\text{R}^{14b}$ ,  $(\text{CHR}')_r\text{S}(\text{O})_2\text{NR}^{14a}\text{R}^{14a'}$ ,  $(\text{CHR}')_r\text{NR}^{14f}\text{S}(\text{O})_2(\text{CHR}')_r\text{R}^{14b}$ ,  $\text{C}_{1-6}$  haloalkyl,  $\text{C}_{2-8}$  alkenyl substituted with 0-3  $\text{R}'$ ,  $\text{C}_{2-8}$  alkynyl substituted with 0-3  $\text{R}'$ ,  $(\text{CHR}')_r$ phenyl substituted with 0-3  $\text{R}^{14e}$ , and a  $(\text{CH}_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $\text{R}^{15e}$ , or two  $\text{R}^{14}$  substituents on adjacent atoms on ring A form to join a 5-6 membered heterocyclic system containing 1-3 heteroatoms selected from N, O, and S substituted with 0-2  $\text{R}^{15e}$ ;



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R<sup>14a</sup> and R<sup>14a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-5 R<sup>14e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>14e</sup>;

R<sup>14b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>14e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>14e</sup>;

R<sup>14d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>14e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>14e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>14e</sup>;

R<sup>14e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>-CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>-OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>-SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>-NR<sup>14f</sup>R<sup>14f</sup>, and (CH<sub>2</sub>)<sub>r</sub>-phenyl;

R<sup>14f</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl;

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$R^{15}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $(CH_2)_r C_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CR'R^{17})_r NR^{15a} R^{15a'}$ ,  $(CR'R^{17})_r OH$ ,  $(CR'R^{17})_r O(CHR')_r R^{15d}$ ,  $(CR'R^{17})_r SH$ ,  $(CR'R^{17})_r C(O)H$ ,  $(CR'R^{17})_r S(CHR')_r R^{15d}$ ,  $(CR'R^{17})_r C(O)OH$ ,  $(CR'R^{17})_r C(O)(CHR')_r R^{15b}$ ,  $(CR'R^{17})_r C(O)NR^{15a} R^{15a'}$ ,  $(CR'R^{17})_r NR^{15f} C(O)(CHR')_r R^{15b}$ ,  $(CR'R^{17})_r OC(O)NR^{15a} R^{15a'}$ ,  $(CR'R^{17})_r NR^{15f} C(O)O(CHR')_r R^{15b}$ ,  $(CR'R^{17})_r NR^{15f} C(O)NR^{15f} R^{15f}$ ,  $(CR'R^{17})_r C(O)O(CHR')_r R^{15d}$ ,  $(CR'R^{17})_r OC(O)(CHR')_r R^{15b}$ ,  $(CR'R^{17})_r C(=NR^{15f})NR^{15a} R^{15a'}$ ,  $(CR'R^{17})_r NHC(=NR^{15f})NR^{15f} R^{15f}$ ,  $(CR'R^{17})_r S(O)_p(CHR')_r R^{15b}$ ,  $(CR'R^{17})_r S(O)_2 NR^{15a} R^{15a'}$ ,  $(CR'R^{17})_r NR^{15f} S(O)_2(CHR')_r R^{15b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3  $R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ ,  $(CR'R^{17})_r$  phenyl substituted with 0-3  $R^{15e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2  $R^{15e}$ ;

$R^{15a}$  and  $R^{15a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue substituted with 0-5  $R^{15e}$ , and a  $(CH_2)_r$ -5-10 membered heterocyclic system

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containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

alternatively, R<sup>15a</sup> and R<sup>15a'</sup>, along with the N to which they are attached, join to ~~jointe~~ form a 5-6 membered heterocyclic system containing 1-2 heteroatoms selected from NR<sup>15h</sup>, O, and S and optionally fused with a benzene ring or a 6-membered aromatic heterocycle;

R<sup>15b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-6</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R<sup>15e</sup>;

R<sup>15d</sup>, at each occurrence, is selected from C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, methyl, CF<sub>3</sub>, C<sub>2-6</sub> alkyl substituted with 0-3 R<sup>15e</sup>, a (CH<sub>2</sub>)<sub>r</sub>-C<sub>3-10</sub> carbocyclic residue substituted with 0-3 R<sup>15e</sup>, and a (CH<sub>2</sub>)<sub>r</sub>-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R<sup>15e</sup>;

R<sup>15e</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, 2-cyanoethyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, OH, SH, (CH<sub>2</sub>)<sub>r</sub>SC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>NR<sup>15f</sup>R<sup>15f</sup>, (CH<sub>2</sub>)<sub>r</sub>phenyl, and a heterocycle

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substituted with 0-1  $R^{15g}$ , wherein the heterocycle is selected from imidazole, thiazole, oxazole, pyrazole, 1,2,4-triazole, 1,2,3-triazole, isoxazole, and tetrazole,;

$R^{15f}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl;

$R^{15g}$  is selected from methyl, ethyl, acetyl, and  $CF_3$ ;

$R^{15h}$  is selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl,  $(CH_2)_r$ phenyl,  $C(O)R^{15f}$ ,  $C(O)OR^{15i}$ , and  $SO_2R^{15i}$ ;

$R^{15i}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl;

$R^{16}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_rC_{3-6}$  cycloalkyl, Cl, Br, I, F,  $NO_2$ , CN,  $(CHR')_rNR^{16a}R^{16a'}$ ,  $(CHR')_rOH$ ,  $(CHR')_rO(CHR')_rR^{16d}$ ,  $(CHR')_rSH$ ,  $(CHR')_rC(O)H$ ,  $(CHR')_rS(CHR')_rR^{16d}$ ,  $(CHR')_rC(O)OH$ ,  $(CHR')_rC(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(O)NR^{16a}R^{16a'}$ ,  $(CHR')_rNR^{16f}C(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(O)O(CHR')_rR^{16d}$ ,  $(CHR')_rOC(O)(CHR')_rR^{16b}$ ,  $(CHR')_rC(=NR^{16f})NR^{16a}R^{16a'}$ ,  $(CHR')_rNHC(=NR^{16f})NR^{16f}R^{16f}$ ,  $(CHR')_rS(O)_p(CHR')_rR^{16b}$ ,  $(CHR')_rS(O)_2NR^{16a}R^{16a'}$ ,  $(CHR')_rNR^{16f}S(O)_2(CHR')_rR^{16b}$ ,  $C_{1-6}$  haloalkyl,  $C_{2-8}$  alkenyl substituted with 0-3

## AMENDMENTS TO THE CLAIMS

$R'$ ,  $C_{2-8}$  alkynyl substituted with 0-3  $R'$ , and  
(CHR')<sub>r</sub>phenyl substituted with 0-3  $R^{16e}$ ;

$R^{16a}$  and  $R^{16a'}$ , at each occurrence, are selected from H,  
 $C_{1-6}$  alkyl,  $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-10}$   
carbocyclic residue substituted with 0-5  $R^{16e}$ ,  
and a  $(CH_2)_r$ -5-10 membered heterocyclic system  
containing 1-4 heteroatoms selected from N, O, and  
S, substituted with 0-2  $R^{16e}$ ;

$R^{16b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{3-8}$  alkenyl,  $C_{3-8}$  alkynyl, a  $(CH_2)_r$ - $C_{3-6}$  carbocyclic  
residue substituted with 0-3  $R^{16e}$ , and a  $(CH_2)_r$ -  
5-6 membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-2  $R^{16e}$ ;

$R^{16d}$ , at each occurrence, is selected from  $C_{3-8}$  alkenyl,  
 $C_{3-8}$  alkynyl, methyl,  $CF_3$ ,  $C_{2-6}$  alkyl substituted  
with 0-3  $R^{16e}$ , a  $(CH_2)_r$ - $C_{3-10}$  carbocyclic residue  
substituted with 0-3  $R^{16e}$ , and a  $(CH_2)_r$ -5-6  
membered heterocyclic system containing 1-4  
heteroatoms selected from N, O, and S, substituted  
with 0-3  $R^{16e}$ ;

$R^{16e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  
 $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r$ - $C_{3-6}$  cycloalkyl,  
Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r$ - $CF_3$ ,  $(CH_2)_r$ - $OC_{1-5}$   
alkyl, OH, SH,  $(CH_2)_r$ - $SC_{1-5}$  alkyl,  $(CH_2)_r$ - $NR^{16f}R^{16f}$ ,  
and  $(CH_2)_r$ phenyl;

## AMENDMENTS TO THE CLAIMS

R<sup>16f</sup>, at each occurrence, is selected from H, C<sub>1-5</sub> alkyl, and C<sub>3-6</sub> cycloalkyl, and phenyl;

R<sup>17</sup>, at each occurrence, is independently selected from H and methyl;

R', at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, C<sub>3-8</sub> alkenyl, C<sub>3-8</sub> alkynyl, (CH<sub>2</sub>)<sub>r</sub>C<sub>3-6</sub> cycloalkyl, and (CH<sub>2</sub>)<sub>r</sub>phenyl substituted with R<sup>15e</sup>;

g is selected from 0, 1, 2, 3, and 4;

v is selected from 0, 1, and 2;

t is selected from 1 and 2;

w is selected from 0 and 1;

r is selected from 0, 1, 2, 3, 4, and 5;

q is selected from 1, 2, 3, 4, and 5; and

p is selected from 0, 1, and 2.

2. (ORIGINAL) The compound of claim 1, wherein:

Z is selected from O, S, N(CN), and N(CONH<sub>2</sub>);

R<sup>2</sup> is selected from H and C<sub>1-4</sub> alkyl;

## AMENDMENTS TO THE CLAIMS

$R^6$ , at each occurrence, is selected from  $C_{1-4}$  alkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  $(CF_2)_r CF_3$ , CN,  $(CH_2)_r OH$ ,  $(CH_2)_r OR^{6b}$ ,  $(CH_2)_r C(O)R^{6b}$ ,  $(CH_2)_r C(O)NR^{6a}R^{6a'}$ ,  $(CH_2)_r NR^{6d}C(O)R^{6a}$ , and  $(CH_2)_t$ phenyl substituted with 0-3  $R^{6c}$ ;

$R^{6a}$  and  $R^{6a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl substituted with 0-3  $R^{6c}$ ;

$R^{6b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and phenyl substituted with 0-3  $R^{6c}$ ;

$R^{6c}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_r CF_3$ ,  $(CH_2)_r OC_{1-5}$  alkyl,  $(CH_2)_r OH$ ,  $(CH_2)_r SC_{1-5}$  alkyl, and  $(CH_2)_r NR^{6d}R^{6d}$ ;

$R^{6d}$ , at each occurrence, is selected from H,  $C_{1-6}$  alkyl, and  $C_{3-6}$  cycloalkyl;

$R^{13}$ , at each occurrence, is selected from  $C_{1-4}$  alkyl,  $C_{3-6}$  cycloalkyl,  $(CH_2)NR^{13a}R^{13a'}$ ,  $(CHR')OH$ ,  $(CH_2)OR^{13b}$ ,  $(CH_2)_w C(O)R^{13b}$ ,  $(CH_2)_w C(O)NR^{13a}R^{13a'}$ ,  $(CH_2)NR^{13d}C(O)R^{13a}$ ,  $(CH_2)_w S(O)_2NR^{13a}R^{13a'}$ ,  $(CH_2)NR^{13d}S(O)_2R^{13b}$ , and  $(CH_2)_w$ -phenyl substituted with 0-3  $R^{13c}$ ;

## AMENDMENTS TO THE CLAIMS

R<sup>13a</sup> and R<sup>13a'</sup>, at each occurrence, are selected from H, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl substituted with 0-3 R<sup>13c</sup>;

R<sup>13b</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, and phenyl substituted with 0-3 R<sup>13c</sup>;

R<sup>13c</sup>, at each occurrence, is selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> cycloalkyl, Cl, F, Br, I, CN, NO<sub>2</sub>, (CF<sub>2</sub>)<sub>r</sub>CF<sub>3</sub>, (CH<sub>2</sub>)<sub>r</sub>OC<sub>1-5</sub> alkyl, (CH<sub>2</sub>)<sub>r</sub>OH, and (CH<sub>2</sub>)<sub>r</sub>NR<sup>13d</sup>R<sup>13d</sup>;

R<sup>13d</sup>, at each occurrence, is selected from H, C<sub>1-6</sub> alkyl, and C<sub>3-6</sub> cycloalkyl;

v is selected from 0, 1 and 2;

q is selected from 1, 2, and 3; and

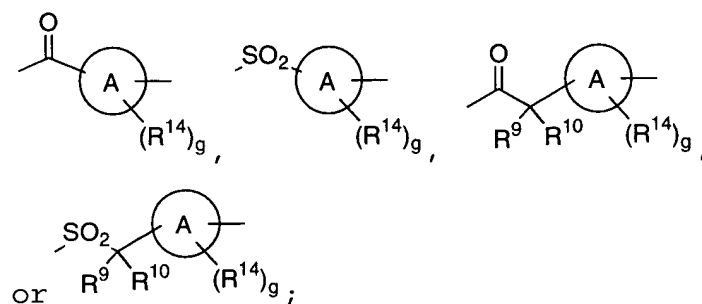
r is selected from 0, 1, 2, and 3.

3. (ORIGINAL) The compound of claim 2, wherein:

E is -(C=O)-(CR<sup>9</sup>R<sup>10</sup>)<sub>v</sub>-(CR<sup>11</sup>R<sup>12</sup>)-, -(SO<sub>2</sub>)-(CR<sup>9</sup>R<sup>10</sup>)<sub>v</sub>-(CR<sup>11</sup>R<sup>12</sup>)-,



## AMENDMENTS TO THE CLAIMS



$R^3$  is selected from  $(CH_2)_2N(CH_3)_2$ , a  $(CR^{3'}H)_r$ -carbocyclic residue substituted with 0-5  $R^{15}$ , wherein the carbocyclic residue is selected from phenyl,  $C_{3-6}$  cycloalkyl, naphthyl, and adamantyl; and a  $(CR^{3'}H)_r$ -heterocyclic system substituted with 0-3  $R^{15}$ , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

$R^5$  is selected from  $(CR^{5'}H)_t$ -phenyl substituted with 0-5  $R^{16}$ ; and a  $(CR^{5'}H)_t$ -heterocyclic system substituted with 0-3  $R^{16}$ , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl,

## AMENDMENTS TO THE CLAIMS

isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

4. (CANCELED)

5. (PREVIOUSLY AMENDED) The compound of claim 3, wherein

$R^{16}$ , at each occurrence, is selected from  $C_{1-8}$  alkyl,  $(CH_2)_r C_{3-6}$  cycloalkyl,  $CF_3$ , Cl, Br, I, F,  $(CH_2)_r NR^{16a} R^{16a'}$ ,  $NO_2$ , CN, OH,  $(CH_2)_r OR^{16d}$ ,  $(CH_2)_r C(O) R^{16b}$ ,  $(CH_2)_r C(O) NR^{16a} R^{16a'}$ ,  $(CH_2)_r NR^{16f} C(O) R^{16b}$ ,  $(CH_2)_r S(O)_p R^{16b}$ ,  $(CH_2)_r S(O)_2 NR^{16a} R^{16a'}$ ,  $(CH_2)_r NR^{16f} S(O)_2 R^{16b}$ , and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{16e}$ ;

$R^{16a}$  and  $R^{16a'}$ , at each occurrence, are selected from H,  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{16e}$ ;

$R^{16b}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl,  $C_{3-6}$  cycloalkyl, and  $(CH_2)_r$ phenyl substituted with 0-3  $R^{16e}$ ;

$R^{16d}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl and phenyl;

## AMENDMENTS TO THE CLAIMS

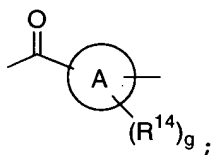
$R^{16e}$ , at each occurrence, is selected from  $C_{1-6}$  alkyl, Cl, F, Br, I, CN,  $NO_2$ ,  $(CF_2)_rCF_3$ , OH, and  $(CH_2)_rOC_{1-5}$  alkyl; and

$R^{16f}$ , at each occurrence, is selected from H, and  $C_{1-5}$  alkyl.

6. (CANCELED)

7. (ORIGINAL) The compound of claim 5, wherein:

E is  $-(C=O)-(CR^9R^{10})_v-(CR^{11}R^{12})-$ , or



$R^5$  is  $CH_2$ phenyl substituted with 0-3  $R^{16}$ ; and

r is selected from 0, 1, and 2.

8. (CANCELED)

9. (ORIGINAL) The compound of claim 7, wherein:

K is selected from  $CH_2$  and  $CHR^5$ ;

L is selected from  $CH_2$  and  $CHR^5$ ; and

## AMENDMENTS TO THE CLAIMS

$R^3$  is a  $(CH_2)_r$ -C<sub>3-10</sub> carbocyclic residue substituted with 0-3  $R^{15}$ , wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, phenyl, naphthyl and adamantyl, and a  $(CR^{3'}H)_r$ -heterocyclic system substituted with 0-3  $R^{15}$ , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

10. (PREVIOUSLY AMENDED) The compound of claim 3, wherein:

K and L are independently selected from  $CH_2$  and  $CHR^5$ ;

Z is O, S, NCN, or NCONH<sub>2</sub>;

$R^1$  is H;

$R^2$  is H;

$R^3$  is selected from a  $(CH_2)_rN(CH_3)_2$ , a  $(CH_2)_r$ -C<sub>3-10</sub> carbocyclic residue substituted with 0-3  $R^{15}$ , wherein the carbocyclic residue is selected from cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,

## AMENDMENTS TO THE CLAIMS

phenyl, naphthyl and adamantyl, and a  $(CR^{3'}H)_r$ -heterocyclic system substituted with 0-3  $R^{15}$ , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl; and

$R^5$  is selected from a  $CH_2$ -phenyl substituted with 0-5  $R^{16}$  and a  $CH_2$ -heterocyclic system substituted with 0-3  $R^{16}$ , wherein the heterocyclic system is selected from pyridinyl, thiophenyl, furanyl, indazolyl, benzothiazolyl, benzimidazolyl, benzothiophenyl, benzofuranyl, benzoxazolyl, benzisoxazolyl, quinolinyl, isoquinolinyl, imidazolyl, indolyl, indolinyl, isoindolyl, isothiadiazolyl, isoxazolyl, piperidinyl, pyrrazolyl, 1,2,4-triazolyl, 1,2,3-triazolyl, tetrazolyl, thiadiazolyl, thiazolyl, oxazolyl, pyrazinyl, and pyrimidinyl.

11. (CANCELED)

12. (CANCELED)

13. (ORIGINAL) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a

## AMENDMENTS TO THE CLAIMS

therapeutically effective amount of a compound according to Claim 1.

14. (CANCELLED)

15. (PREVIOUSLY AMENDED) A method for treating asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 1.

16. (ORIGINAL) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound according to Claim 1, or a pharmaceutically acceptable salt thereof.

17. (CANCELLED)

18. (CANCELLED)

19. (CURRENTLY AMENDED) A method for treating inflammation in an inflammatory disorders comprising administering to a patient in need thereof a therapeutically effective amount of a compound according to Claim 12, or a pharmaceutically acceptable salt thereof ~~A method according to Claim 18~~, wherein the disorder is selected from asthma, allergic rhinitis, atopic dermatitis, inflammatory bowel diseases, idiopathic pulmonary fibrosis, bullous pemphigoid, ~~helminthic parasitic infections~~, allergic colitis, eczema, conjunctivitis, transplantation, familial eosinophilia, eosinophilic cellulitis,

## AMENDMENTS TO THE CLAIMS

eosinophilic pneumonias, eosinophilic fasciitis, and  
eosinophilic gastroenteritis, ~~drug-induced~~  
~~eosinophilia, HIV infection, cystic fibrosis, Churg-~~  
~~Strauss syndrome, lymphoma, Hodgkin's disease, and~~  
~~colonic carcinoma.~~

20. (ORIGINAL) The method according to Claim 19,  
wherein the disorder is selected from asthma, allergic  
rhinitis, atopic dermatitis, and inflammatory bowel  
diseases.

21. (ORIGINAL) The method according to Claim 20,  
wherein the disorder is asthma.